

07-27-2001

FORM PTO-1594
(Rev. 6-93)

REC



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 7-2301
 Raddatz Marketing Companies, Inc..

Individual(s) Association
 General Partnership
 Limited Partnership
 Corporation-State of Wisconsin
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: Fundraising.com, Inc.
 Internal Address: 12065 Lake Shore Drive
 Street Address:
 City: Mequon State: WI Zip: 53092

Individual(s) citizenship _
 Association
 General Partnership
 Limited Partnership
 Corporation
 Limited Liability Company - State of Wisconsin

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Change of Name Security Agreement
 Other _____

Execution Date: December 1, 1999

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)
78/005,053

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Daniel E. Kattman, Esq.
 Internal Address: Reinhart, Boerner, Van Deuren
Norris & Rieselbach, s.c.
1000 North Water Street, Suite 2100
Milwaukee, WI 53202-3186

Street Address: _____
 City: _____ State: _____ Zip: _____

6. Total number of applications and registrations involved: 1

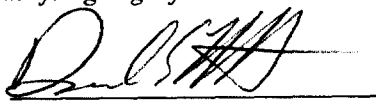
7. Total fee (37 CFR 3.41)..... \$40.00
 Enclosed
 Authorized to be charged to deposit account
 Any Deficiencies in Enclosed Fee should be charged to our Deposit Account.

8. Deposit account number:
18-0882
 (Attach duplicate copy of this page if paying by deposit account)

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DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Daniel E. Kattman  July 16, 2001
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: [6]

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

TRADEMARK
 REEL: 002334 FRAME: 0764

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ARTICLES OF MERGER OF
FUNDRAISING.COM, INC.
WITH AND INTO
RADDATZ MARKETING COMPANIES, INC.

1999 DEC 13 AM 10:05

RECEIVED - DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

In accordance with sections 180.1101 and 180.1105 of the Wisconsin Business Corporation Law, Raddatz Marketing Companies, Inc., a Wisconsin corporation ("RMC"), and Fundraising.com, Inc., a Wisconsin corporation ("Fundraising.com"), jointly referred to hereinafter as the merging corporations, the Board of Directors of the merging corporations hereby adopt the following Articles of Merger:

ARTICLE I

PLAN OF MERGER

The Plan of Merger is as follows:

A. At the "Effective Time" of the merger, as defined in paragraph D hereof, Fundraising.com shall be merged with and into RMC in accordance with Wisconsin Business Corporation Law. After such merger, RMC shall be the surviving corporation and the separate existence and identity of Fundraising.com shall cease to exist.

B. At the Effective Time of the merger:

1. RMC shall possess all the rights, privileges, immunities and franchises, of a public nature as well as of a private nature, of each of the merging corporations;

2. All property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action, and every interest, of or belonging to or due to each of the merging corporations, shall be taken and deemed to be transferred to and vested in Fundraising.com without further act or deed;

3. Title to any real estate, or any interest therein, vested in each of the merging corporations shall not revert or be in any way impaired by reason of the merger;

4. RMC shall be responsible and liable for all the liabilities and obligations of each of the merging corporations;

5. Any claim existing or action or proceeding pending by or against either of the merging corporations may be prosecuted to judgment as if the merger had not taken place, or RMC may be substituted as the party in interest; and

6. Neither the rights of creditors nor any liens upon the property of the merging corporations shall be impaired by the merger.

C. At the Effective Time of the merger:

1. Each outstanding share of Fundraising.com's \$.01 par value voting common stock shall, by virtue of the merger and without any action on the part of Fundraising.com, RMC or other holder thereof, be cancelled, retired or cease to exist;

2. Each outstanding share of the no par value common stock of RMC issued and outstanding immediately prior to the effective time of the Merger shall remain outstanding as one fully paid and nonassessable share of no par value common stock of the Surviving Corporation;

3. The Articles of Incorporation of RMC as the surviving corporation shall be amended and restated in its entirety in the form attached hereto as Exhibit A; and

4. The By-Laws of RMC shall be the By-Laws of the Surviving Corporation.

D. Effective Time: The "Effective Time" of the merger shall be the close of business on December 13, 1999.

ARTICLE II

The Plan of Merger was approved in accordance with section 180.1103 of the Wisconsin Business Corporation Law.

IN WITNESS WHEREOF, the parties hereto have caused these
Articles of Merger to be executed as of the 1st day of December, 1999.

RADDATZ MARKETING
COMPANIES, INC.:

BY Richard Raddatz, Chairman
Richard Raddatz, Chairman

FUNDRAISING.COM, INC.:

BY Richard Raddatz, Chairman
Richard Raddatz, Chairman

This document was drafted by Benjamin G. Lombard, Esq.

Please return this document to:

Tanya R. Braga, Paralegal
Reinhart, Boerner, Van Deuren,
Norris & Rieselbach, s.c.
1000 North Water Street, Suite 2100
P.O. Box 514000
Milwaukee, WI 53203-3400

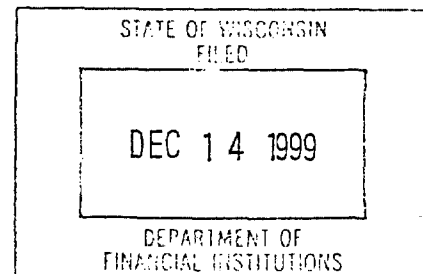


EXHIBIT A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FUNDRAISING.COM, INC.

The undersigned certifies that he is and at all times herein mentioned has been the duly elected and acting Chairman of FUNDRAISING.COM, INC., a Wisconsin corporation (the "Corporation"), and further certifies that:

1. The Corporation was originally incorporated on August 27, 1990 as Raddatz Marketing Companies, Inc.
2. The Amended and Restated Articles of Incorporation set forth below supersede and take the place of the theretofore existing Articles of Incorporation and any amendments thereto.
3. The Amended and Restated Articles of Incorporation of the Corporation are as follows:

ARTICLE I

The Corporation is incorporated under Chapter 180, Wisconsin Statutes.

ARTICLE II

The name of the Corporation is FundRaising.Com, Inc.

ARTICLE III

The aggregate number of shares which the Corporation shall be authorized to issue is 30,000,000 consisting of one class only, designated as "Common Stock," with no par value.

ARTICLE IV

The address of the initial registered office of the Corporation is 1000 North Water Street, Suite 2100, Milwaukee, Wisconsin 53202 and the name of its initial registered agent at such address is Subsidiary Service, Inc.

ARTICLE V

The number of directors constituting the initial Board of Directors is two, and thereafter the number of directors shall be such number as is fixed, from time to time, in the manner prescribed by the By-Laws.

ARTICLE VI

Any action required to be taken at a meeting of the shareholders of the Corporation, or any other action which may be taken at a meeting of the shareholders of the Corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by shareholders who would be entitled to vote at a meeting those shares with voting power to cast not less than the minimum number or, in the case of voting by voting groups, numbers of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote were present and voted.

Executed this 1st day of December, 1999.

FUNDRAISING.COM, INC.

BY Richard Raddatz, Chairman
Richard Raddatz, Chairman

This instrument was drafted by Benjamin G. Lombard, Esq.

Please return this document to:

Tanya R. Braga, Paralegal
Reinhart, Boerner, Van Deuren,
Norris & Rieselbach, s.c.
1000 North Water Street, Suite 2100
P.O. Box 514000
Milwaukee, WI 53203-3400

